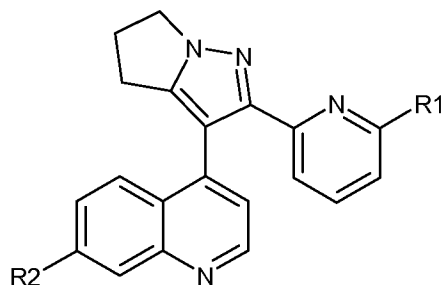


**Amendments to the Claims**

Please amend the claims as follows:

1.-4. (Cancelled)

5. (Currently amended) A compound of the formula:



Formula I

wherein,

R1 represents hydrogen, halo, or (C1-C4)alkyl; and

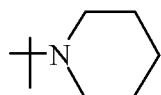
R2 represents:

- (a) aryl;
- (b) aryl optionally substituted one to three times with a substituent independently selected from the group consisting of:
  - (i) halo,
  - (ii) amino,
  - (iii) nitro,
  - (iv) hydroxy,
  - (v) cyano,
  - (vi) (C<sub>1</sub>-C<sub>4</sub>)alkyl,
  - (vii) (C<sub>1</sub>-C<sub>4</sub>)alkoxy,
  - (viii) hydroxy(C<sub>1</sub>-C<sub>4</sub>)alkyl,
  - (ix) amino(C<sub>1</sub>-C<sub>4</sub>)alkyl
  - (x) hydroxy(C<sub>1</sub>-C<sub>4</sub>)alkoxy,
  - (xi) halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy,
  - (xii) (C<sub>1</sub>-C<sub>4</sub>)alkoxy(C<sub>1</sub>-C<sub>4</sub>)alkoxy,
  - (xiii) trifluoromethyl,
  - (xiv) difluoromethyl,
  - (xv) trifluoromethoxy,
  - (xvi) difluoromethoxy,

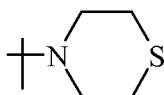
- (xvii) (C<sub>3</sub>-C<sub>7</sub>)cylcoalkyl,
- (xviii) COR<sup>3</sup>,
- (xix) (C<sub>1</sub>-C<sub>4</sub>)alkyl-COR<sup>4</sup>,
- (xx) amino(C<sub>1</sub>-C<sub>4</sub>)alkyl- COR<sup>4</sup>,
- (xxi) hydroxy(C<sub>1</sub>-C<sub>4</sub>)alkyl- COR<sup>4</sup>
- (xxii) (C<sub>1</sub>-C<sub>4</sub>)alkoxy-COR<sup>5</sup>,
- (xxiii) -C(NH<sub>2</sub>)=N-OH
- (xxiv) NHSO<sub>2</sub>R<sup>6</sup>,
- (xxv) SO<sub>2</sub>R<sup>7</sup>,
- (xxvi) NHCOR<sup>8</sup>,
- (xxvii) SOR<sup>9</sup>,
- (xxviii)SR<sup>10</sup>,
- (xxix) CONHR<sup>11</sup>,
- (xxx) O-(CH<sub>2</sub>)<sub>q</sub>-NR<sup>12</sup>R<sup>13</sup>, wherein q represents 1-4,
- (xxxi) tetrazole,
- (xxxii) methyltetrazole, and
- (xxxiii) CONCH-NR<sup>15</sup>R<sup>16</sup>
- (c) ~~heterocycle;~~
- (d) ~~heterocycle optionally substituted one to three times with a substituent independently selected from the group consisting of:~~
  - (i) ~~halo,~~
  - (ii) ~~amino,~~
  - (iii) ~~(C<sub>1</sub>-C<sub>4</sub>)alkyl,~~
  - (iv) ~~(C<sub>1</sub>-C<sub>4</sub>)alkoxy,~~
  - (v) ~~halophenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl,~~
  - (vi) ~~(C<sub>1</sub>-C<sub>4</sub>)alkyl (C<sub>1</sub>-C<sub>4</sub>)alkoxycarbonyl,~~
  - (vii) ~~CHO,~~
  - (viii) ~~COR<sup>3</sup>, and~~
  - (ix) ~~SO<sub>2</sub>R<sup>7</sup>,~~
- (e) ~~benzofused heterocycle;~~
- (f) ~~benzofused heterocycle optionally substituted one or two times with a substituent independently selected from the group consisting of:~~
  - (i) ~~halo,~~
  - (ii) ~~amino,~~
  - (iii) ~~(C<sub>1</sub>-C<sub>4</sub>)alkyl,~~
  - (iv) ~~(C<sub>1</sub>-C<sub>4</sub>)alkoxy, and~~
  - (v) ~~(C<sub>1</sub>-C<sub>4</sub>)alkylcarbonyl, or~~
- (g) ~~(C<sub>3</sub>-C<sub>7</sub>)cylcoalkyl;~~

- (c) thiophen-2-yl, thiophen-3-yl, pyridin-4-yl, pyridin-3-yl, furan-3-yl, furan-2-yl, thiazol-2-yl, pyrazin-2-yl, pyridin-2-yl, 1H-pyrrol-2-yl, 1H-pyrrol-3-yl, pyrimidin-2-yl, pyrimidin-5-yl, imidazol-1-yl, [1,2,4]triazol-1-yl, pyrazol-1-yl, [1,2,3]triazol-1-yl, piperidin-1-yl, 1,1-Dioxo-1 $\lambda$ 6-thiomorph-olin-4-yl, piperazin-1-yl, 4-methylthiophen-2-yl, 6-carboxypyridin-2-yl, 5-fluoropyridin-2-yl, 6-methoxypyridazin-3-yl, 2-aminopyrimidin-5-yl, 5-aminosulfonyl thiophen-2-yl, or 4-tert-butoxycarbonyl piperazin-1-yl;
- (d) benzofused heterocycle;
- (e) benzofused heterocycle optionally substituted one or two times with a substituent independently selected from the group consisting of:
  - (i) halo,
  - (ii) amino,
  - (iii) (C<sub>1</sub>-C<sub>4</sub>)alkyl,
  - (iv) (C<sub>1</sub>-C<sub>4</sub>)alkoxy, and
  - (v) (C<sub>1</sub>-C<sub>4</sub>)alkylcarbonyl, or
- (f) (C<sub>3</sub>-C<sub>7</sub>)cycloalkyl;

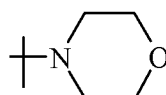
R<sup>3</sup> represents independently at each occurrence amino, hydroxy, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, NH-(C<sub>1</sub>-C<sub>4</sub>)alkylamine, N,N-(C<sub>1</sub>-C<sub>4</sub>)dialkylamine, or a heterocycle selected from the group consisting of:



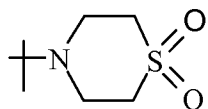
(a) ,



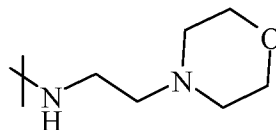
(b) ,



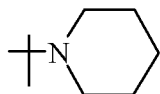
(c)



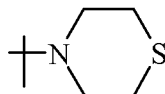
(d) , or



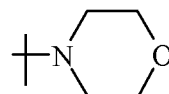
(e)



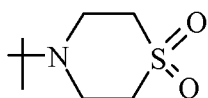
(a) ,



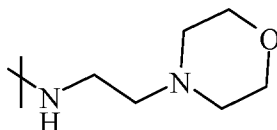
(b) ,



(c)



(d) , or



(e)

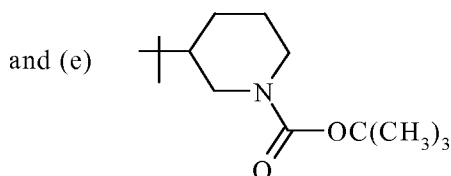
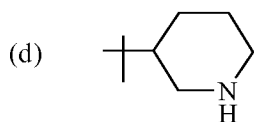
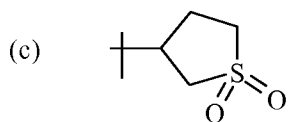
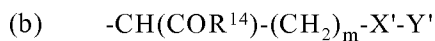
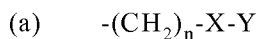
R<sup>4</sup> and R<sup>5</sup> represent independently at each occurrence amino, hydroxy, (C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkoxy;

R<sup>6</sup> and R<sup>7</sup> represent independently at each occurrence amino or (C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sup>8</sup> represents independently at each occurrence amino, (C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkoxy;

R<sup>9</sup> and R<sup>10</sup> represent independently at each occurrence (C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sup>11</sup> represents independently at each occurrence (C<sub>1</sub>-C<sub>4</sub>)alkyl or a substituent selected from the group consisting of:



wherein,

n and m each independently represent 0-4;

X and X' represent independently at each occurrence  $-CO-$ ,  $-CH_2-$ ,  $-NH-$ ,  $-S-$ , or  $-SO_2-$ ; and

Y and Y' represent independently at each occurrence amino, hydroxy,  $(C_1-C_4)$ alkyl,  $(C_1-C_4)$ alkoxy,  $(C_1-C_4)$ alkoxycarbonyl,  $NH-(C_1-C_4)$ alkylamine, or  $N,N-(C_1-C_4)$ dialkylamine,

provided that where X or X' represents S, then Y or Y' is not amino or hydroxy;

$R^{12}$  and  $R^{13}$  represent independently at each occurrence hydrogen or  $(C_1-C_4)$ alkyl, or  $R^{12}$  and  $R^{13}$  together with the nitrogen atom to which they are attached form a piperidino, pyrrolidino, morpholino or a methylpiperazino group;

$R^{14}$  represents independently at each occurrence hydroxy, amino, or  $(C_1-C_4)$ alkoxy; and

$R^{15}$  and  $R^{16}$  each represent independently at each occurrence hydrogen or  $(C_1-C_4)$ alkyl, or a pharmaceutically acceptable salt thereof.

6. (Previously presented) The compound according to Claim 5 wherein  $R^1$  represents hydrogen or  $(C_1-C_4)$ alkyl.

7. (Previously presented) The compound according to Claim 6 wherein R1 represents hydrogen or methyl.

8. (Previously presented) The compound according to Claim 5 wherein R2 represents

(a) phenyl;

(b) phenyl optionally substituted one to three times with a substituent independently selected from the group consisting of:

- (i) halo,
- (ii) amino,
- (iii) nitro,
- (iv) hydroxy,
- (v) cyano,
- (vi) (C<sub>1</sub>-C<sub>4</sub>)alkyl,
- (vii) (C<sub>1</sub>-C<sub>4</sub>)alkoxy,
- (viii) amino(C<sub>1</sub>-C<sub>4</sub>)alkyl
- (ix) hydroxy(C<sub>1</sub>-C<sub>4</sub>)alkoxy,
- (x) halo(C<sub>1</sub>-C<sub>4</sub>)alkoxy,
- (xi) (C<sub>1</sub>-C<sub>4</sub>)alkoxy(C<sub>1</sub>-C<sub>4</sub>)alkoxy,
- (xii) trifluoromethyl,
- (xiii) (C<sub>3</sub>-C<sub>7</sub>)cycloalkyl,
- (xiv) COR<sup>3</sup>,
- (xv) (C<sub>1</sub>-C<sub>4</sub>)alkyl-COR<sup>4</sup>,
- (xvi) (C<sub>1</sub>-C<sub>4</sub>)alkoxy-COR<sup>5</sup>,
- (xvii) NHSO<sub>2</sub>R<sup>6</sup>,
- (xviii) SO<sub>2</sub>R<sup>7</sup>,
- (xix) NHCOR<sup>8</sup>,
- (xx) SOR<sup>9</sup>,
- (xxi) SR<sup>10</sup>,
- (xxii) CONHR<sup>11</sup>, and
- (xxiii) O-(CH<sub>2</sub>)<sub>q</sub>-NR<sup>12</sup>R<sup>13</sup>, wherein q represents 1-4,

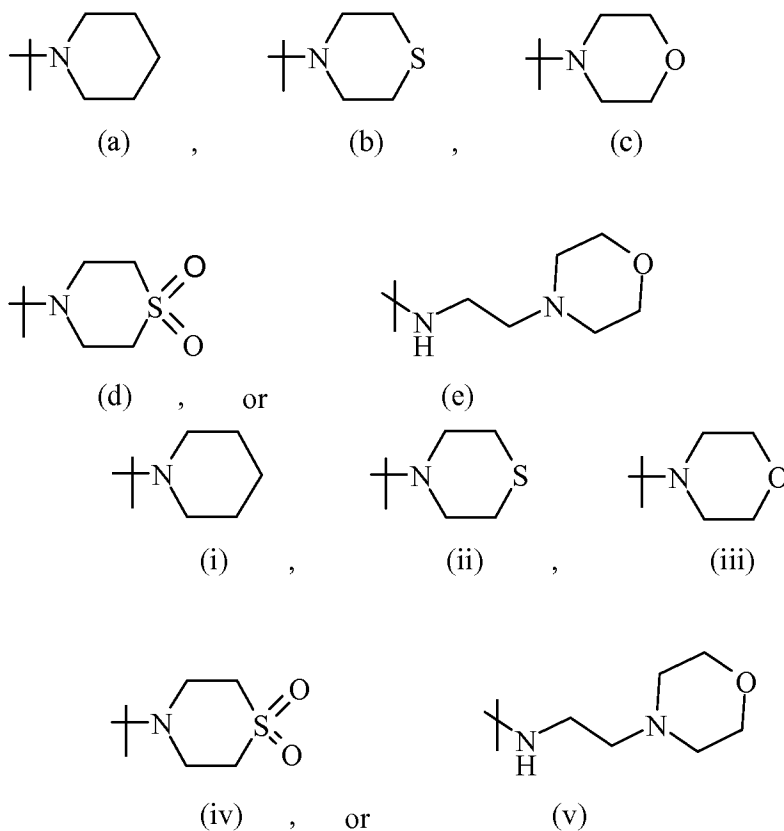
(c) thiophenyl, furanyl, imidazolyl, pyrazolyl, pyrrolyl, thiazolyl, triazolyl, pyridinyl, pyrimidyl, pyrazinyl, pyridiazinyl, piperidinyl, piperazinyl, pyrimidinyl, or dioxo-thiomorpholinyl,;

(d) thiophenyl, furanyl, imidazolyl, pyrazolyl, pyrrolyl, thiazolyl, triazolyl, pyridinyl, pyrimidyl, pyrazinyl, pyridiazinyl, piperidinyl, piperazinyl, pyrimidinyl, or dioxo-thiomorpholinyl optionally substituted one to three times with a substituent independently selected from the group consisting of:

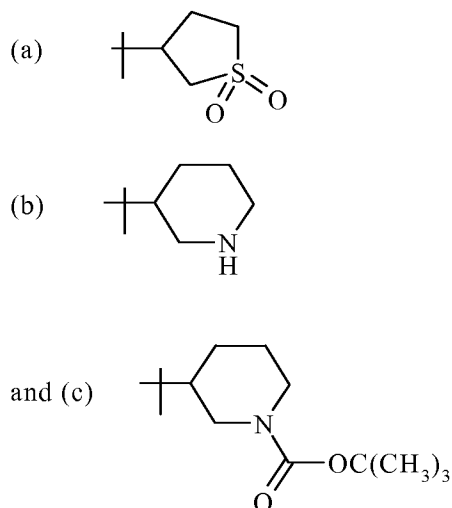
- (i) fluoro, bromo, or chloro,
  - (ii) amino,
  - (iii) (C<sub>1</sub>-C<sub>4</sub>)alkyl,
  - (xxiv) (C<sub>1</sub>-C<sub>4</sub>)alkoxy,
  - (xxv) COR<sub>3</sub>, and
  - (xxvi) SO<sub>2</sub>R<sup>7</sup>,
- (e) benzimidazole, benzofuran, benzothiophene, benzo[1,3]-dioxolyl, benzothiazole, 2,2-dioxy-2,3-dihydro-1H-2λ<sup>6</sup>-benzo[c]thiophene, or indole;
- (f) benzimidazole, benzofuran, benzothiophene, benzo[1,3]-dioxolyl, benzothiazole, 2,2-dioxy-2,3-dihydro-1H-2λ<sup>6</sup>-benzo[c]thiophene, and indole optionally substituted one or two times with a substituent independently selected from the group consisting of:
- (i) amino, and
  - (ii) (C<sub>1</sub>-C<sub>4</sub>)alkyl; or
- (g) cyclohexyl.

9. (Previously presented) The compound according to Claim 8 wherein R<sub>2</sub> represents

- (a) phenyl;
- (b) phenyl optionally substituted one to three times with a substituent independently selected from the group consisting of:
  - (i) fluoro, bromo, or chloro,
  - (ii) amino,
  - (iii) nitro,
  - (iv) hydroxy,
  - (v) cyano,
  - (vi) methyl, ethyl, propyl, butyl, i-butyl,
  - (vii) methoxy or ethoxy,
  - (viii) aminomethyl or aminoethyl,
  - (ix) hydroxy methoxy or hydroxy ethoxy,
  - (x) 2-fluoro ethoxy or 2-trifluoro ethoxy,
  - (xi) methoxy ethoxy,
  - (xii) trifluoromethyl,
  - (xiii) cyclohexyl,
  - (xiv) COR<sup>3</sup>, wherein R<sub>3</sub> represents amino, hydroxy, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, N,N-(C<sub>1</sub>-C<sub>4</sub>)dialkylamine,or a heterocycle selected from the group consisting of:



- (xv) (C<sub>1</sub>-C<sub>4</sub>)alkyl-COR<sub>4</sub>, wherein R<sub>4</sub> represents hydroxy, amino, or (C<sub>1</sub>-C<sub>4</sub>)alkoxy,
- (xvi) (C<sub>1</sub>-C<sub>4</sub>)alkoxy-COR<sub>5</sub>, wherein R<sub>5</sub> represents hydroxyl or amino,
- (xvii) NHSO<sub>2</sub>R<sup>6</sup>, wherein R<sub>6</sub> represents (C<sub>1</sub>-C<sub>4</sub>)alkyl,
- (xviii) SO<sub>2</sub>R<sup>7</sup>, wherein R<sub>7</sub> represents amino or (C<sub>1</sub>-C<sub>4</sub>)alkyl,
- (xix) NHCOR<sup>8</sup>, wherein R<sub>8</sub> represents methyl,
- (xx) SOR<sup>9</sup>, wherein R<sub>9</sub> represents methyl,
- (xxi) SR<sup>10</sup>, wherein R<sub>10</sub> represents methyl or ethyl,
- (xxii) CONHR<sup>11</sup>, wherein R<sub>11</sub> represents -(CH<sub>2</sub>)<sub>n</sub>-X-Y, where n=0-2, X represents -S-, -CH<sub>2</sub>-, -(CH<sub>2</sub>)<sub>2</sub>-, -NH-, -CO-, or -SO<sub>2</sub>-, and Y represents amino, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkoxycarbonyl, or NH-(C<sub>1</sub>-C<sub>4</sub>)alkylamine; or wherein R<sub>11</sub> represents CH(COR<sub>14</sub>)-(CH<sub>2</sub>)<sub>m</sub>-X'-Y" where R<sub>14</sub> represents hydroxy or (C<sub>1</sub>-C<sub>4</sub>)alkoxy, m=0-4, X' represents -S-, -CH<sub>2</sub>-, -NH-, or -CO-, and Y' represents amino, hydroxy, (C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkoxycarbonyl; or wherein R<sub>11</sub> represents a group selected from the following:



(xxiii)  $O-(CH_2)_q-NR^{12}R^{13}$ , wherein q represents 1-3, R<sup>12</sup> and R<sup>13</sup>

independently represent hydrogen or methyl or R<sup>12</sup> and R<sup>13</sup> together with the nitrogen to which they are attached form a piperidino, pyrrolidino, morpholino or a methylpiperazino group;

(c) thiophenyl, furanyl, imidazolyl, pyrazolyl, pyrrolyl, thiazolyl, triazolyl, pyridinyl, pyrimidyl, pyrazinyl, pyridiazinyl, piperidinyl, piperazinyl, pyrimidinyl, or dioxo-thiomorpholinyl,;

(d) thiophenyl, furanyl, imidazolyl, pyrazolyl, pyrrolyl, thiazolyl, triazolyl, pyridinyl, pyrimidyl, pyrazinyl, pyridiazinyl, piperidinyl, piperazinyl, pyrimidinyl, or dioxo-thiomorpholinyl optionally substituted one to three times with a substituent independently selected from the group consisting of:

(i) fluoro, bromo, or chloro,

(ii) amino,

(iii) methyl,

(iv) methoxy,

(v)  $COR^3$ , wherein R<sup>3</sup> represents hydroxy, (C<sub>1</sub>-C<sub>4</sub>)alkoxy or pyridine,

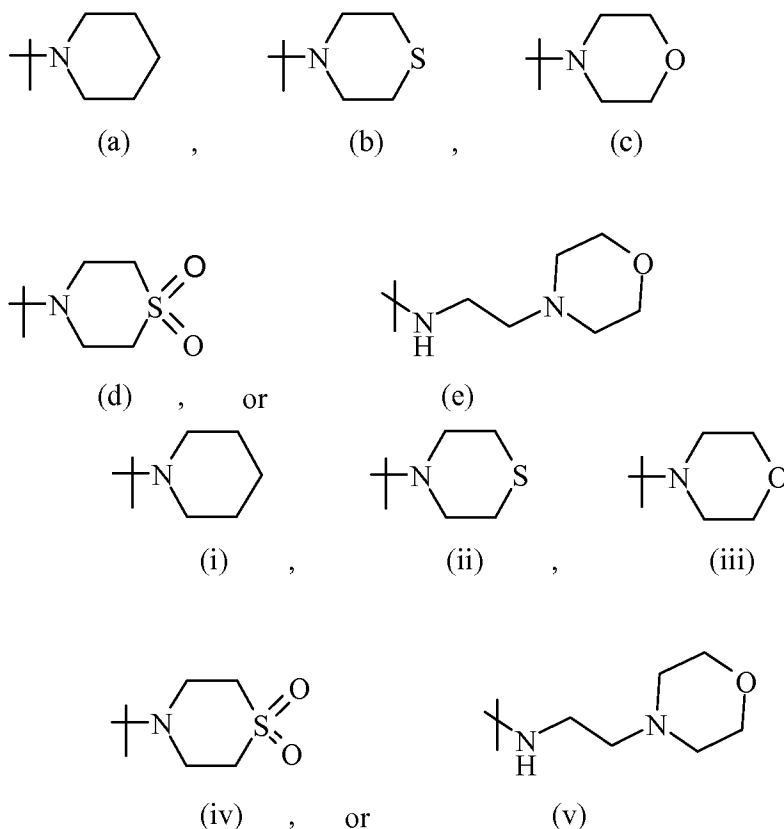
(vi)  $SO_2R^7$ , wherein R<sup>7</sup> represents amino

(e) benzimidazole, benzofuran, benzothiophene, benzo[1,3]-dioxolyl, benzothiazole, 2,2-dioxy-2,3-dihydro-1H-2λ<sup>6</sup>-benzo[c]thiophene, or indole;

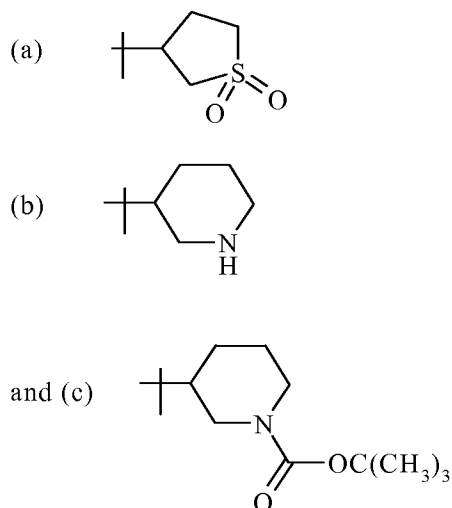
- (f) benzimidazole, benzofuran, benzothiophene, benzo[1,3]-dioxolyl, benzothiazole, 2,2-dioxy-2,3-dihydro-1H-2λ<sup>6</sup>-benzo[c]thiophene, and indole optionally substituted one or two times with a substituent independently selected from the group consisting of:
- (i) amino, or
  - (ii) methyl; or
- (g) cyclohexyl.

10. (Previously presented) The compound according to Claim 9 wherein R<sub>2</sub> represents phenyl or phenyl optionally substituted one to three times with a substituent independently selected from the group consisting of:

- (i) fluoro, bromo, or chloro,
- (ii) amino,
- (iii) nitro,
- (iv) hydroxy,
- (v) cyano,
- (vi) methyl, ethyl, propyl, butyl, i-butyl,
- (vii) methoxy or ethoxy,
- (viii) aminomethyl or aminoethyl,
- (ix) hydroxy methoxy or hydroxy ethoxy,
- (x) 2-fluoro ethoxy or 2-trifluoro ethoxy,
- (xi) methoxy ethoxy,
- (xii) trifluoromethyl,
- (xiii) cyclohexyl,
- (xiv) COR<sup>3</sup>, wherein R<sub>3</sub> represents amino, hydroxy, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkoxy, N,N-(C<sub>1</sub>-C<sub>4</sub>)dialkylamine, or a heterocycle selected from the group consisting of:



- (xv) (C<sub>1</sub>-C<sub>4</sub>)alkyl-COR<sub>4</sub>, wherein R<sub>4</sub> represents hydroxy, amino, or (C<sub>1</sub>-C<sub>4</sub>)alkoxy,
- (xvi) (C<sub>1</sub>-C<sub>4</sub>)alkoxy-COR<sub>5</sub>, wherein R<sub>5</sub> represents hydroxyl or amino,
- (xvii) NHSO<sub>2</sub>R<sup>6</sup>, wherein R<sub>6</sub> represents (C<sub>1</sub>-C<sub>4</sub>)alkyl,
- (xviii) SO<sub>2</sub>R<sup>7</sup>, wherein R<sub>7</sub> represents amino or (C<sub>1</sub>-C<sub>4</sub>)alkyl,
- (xix) NHCOR<sup>8</sup>, wherein R<sub>8</sub> represents methyl,
- (xx) SOR<sup>9</sup>, wherein R<sub>9</sub> represents methyl,
- (xxi) SR<sup>10</sup>, wherein R<sub>10</sub> represents methyl or ethyl,
- (xxii) CONHR<sup>11</sup>, wherein R<sub>11</sub> represents -(CH<sub>2</sub>)<sub>n</sub>-X-Y, where n=0-2, X represents -S-, -CH<sub>2</sub>-, -(CH<sub>2</sub>)<sub>2</sub>-, -NH-, -CO-, or -SO<sub>2</sub>-, and Y represents amino, (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkoxycarbonyl, or NH-(C<sub>1</sub>-C<sub>4</sub>)alkylamine; or wherein R<sub>11</sub> represents CH(COR<sub>14</sub>)-(CH<sub>2</sub>)<sub>m</sub>-X'-Y', where R<sub>14</sub> represents hydroxy or (C<sub>1</sub>-C<sub>4</sub>)alkoxy, m=0-4, X' represents -S-, -CH<sub>2</sub>-, -NH-, or -CO-, and Y' represents amino, hydroxy, (C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkoxycarbonyl; or wherein R<sub>11</sub> represents a group selected from the following:



(xxiii)  $O-(CH_2)_q-NR^{12}R^{13}$ , wherein q represents 1-3,  $R^{12}$  and  $R^{13}$  independently represent hydrogen or methyl or  $R^{12}$  and  $R^{13}$  together with the nitrogen to which they are attached form a piperidino, pyrrolidino, morpholino or a methylpiperazino group.

11. (Previously presented) The compound according to Claim 9 wherein  $R^2$  represents thiophenyl, furanyl, imidazolyl, pyrazolyl, pyrrolyl, thiazolyl, triazolyl, pyridinyl, pyrimidyl, pyrazinyl, pyridiazinyl, piperidinyl, piperazinyl, pyrimidinyl, dioxothiomorpholinyl; or thiophenyl, furanyl, imidazolyl, pyrazolyl, pyrrolyl, thiazolyl, triazolyl, pyridinyl, pyrimidyl, pyrazinyl, pyridiazinyl, piperidinyl, piperazinyl, pyrimidinyl, or dioxo-thiomorpholinyl optionally substituted one to three times with a substituent independently selected from the group consisting of:

- (i) fluoro, bromo, or chloro,
- (ii) amino,
- (iii) methyl,
- (iv) methoxy,
- (v)  $COR^3$ , wherein  $R^3$  represents hydroxy or (C1-C4)alkoxy,
- (vi)  $SO_2R^7$ , wherein  $R^7$  represents amino.

12. (Previously presented) The compound according to Claim 9 wherein  $R^2$  represents benzimidazole, benzofuran, benzothiophene, benzo[1,3]-dioxolyl, benzothiazole, 2,2-dioxy-2,3-

dihydro- I H-2 $\lambda^6$ -benzo[c]thiophene, indole; or benzoimidazole, benzofuran, benzothiophene, benzo[1,3]-dioxolyl, benzothiazole, 2,2-dioxy-2,3-dihydro- I H-2 $\lambda^6$ -benzo[c]thiophene, or indole optionally substituted one or two times with a substituent independently selected from the group consisting of:

- (i) amino, or
- (ii) methyl.

13. (Previously presented) A pharmaceutical composition comprising as an active ingredient a compound according to Claim 5 in combination with a pharmaceutically acceptable carrier, diluent or excipient.

14. (Cancelled)